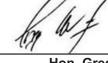


Entered on Docket December 08, 2009



Hon. Gregg W. Zive United States Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT DISTRICT OF NEVADA

In re

PTI HOLDING CORP., a Nevada corporation, et al.,

Debtor.

Case Nos. BK-N-06-50140 through BK-N-06-50146

Administratively consolidated under: Case No BK-N-06-50140 GWZ Chapter: 11

ORDER GRANTING JOINT MOTION
OF PLAN DEBTORS, DISBURSING
AGENT, AND CREDITORS'
COMMITTEE FOR (A) FINAL DECREE
AND ORDER CLOSING CASES;
(B) ORDER APPROVING
SETTLEMENT AGREEMENT WITH
IRON MOUNTAIN; AND (C) OTHER
RELIEF

Hearing Date: December 1, 2009 Hearing Time: 2:00 p.m.

THIS MATTER came before the Court for hearing on December 1, 2009, at 2:00 p.m. on the Joint Motion for (a) Final Decree and Order Closing Cases, (b) Order Approving Settlement with Iron Mountain, and (c) Other Relief(the "Motion") filed by PTI Holding Corp., PTI Top Company, Inc., London Fog Group, Inc., The Scranton Outlet

ORDER GRANTING MOTION TO CLOSE CASES, FOR FINAL DECREE AND OTHER RELIEF – 1 60845-0001/LEGAL17362397.1

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46 47 Corp., The Mounger Corporation, and Pacific Trail, Inc. (collectively, the "Plan Debtors"), 1 Mary Toland in his capacity as Disbursing Agent (as defined in the Plan) on behalf of the Plan Debtors (the "Disbursing Agent"), and the Official Committee of Unsecured Creditors (the "Committee"). Having reviewed the pleadings and other documents submitted by the parties, the statements of counsel and the files and records in this matter, and now being fully advised of the premises, the Court FINDS AND CONCLUDES FOLLOWS:

- 1. The Court has jurisdiction over these cases and all issues raised by the Motion pursuant to 28 U.S.C. §§ 157(b) and 1334 and the consideration of the Motion constitutes a core proceeding as defined in 28 U.S.C. §§ 157(b)(2).
- 2. On March 20, 2006 (the "Petition Date"), the Plan Debtors filed voluntary petitions for relief under Chapter 11. Since the Petition Date, Debtors have continued to operate their businesses and manage their properties as debtors and debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code and, since the Effective Date (as defined therein) of the Plan (as described below), the Plan Debtors have continued to operate as reorganized debtors.
- 3. No trustee or examiner has been appointed in these Chapter 11 cases. The Office of the United States Trustee appointed the Committee on March 27, 2006, as amended on April 4, 2006.

¹ The term "Plan Debtors" specifically excludes Homestead Holdings, Inc., debtor in Case No. 06-50142.

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- 4. The Plan Debtors and the Committee filed their Joint Liquidating Plan of Reorganization (the "Plan"), which was confirmed following a hearing on December 13, 2007, pursuant to an Order entered on January 8, 2008 (the "Confirmation Order").² All of the Plan Debtors (not HHI) were substantively consolidated pursuant to the Plan and the Confirmation Order. The Confirmation Order was not appealed and is final. The Effective Date of the Plan was January 22, 2008.
- 5. All contested matters and adversary proceedings in the Plan Debtors' cases have been resolved other than the matters addressed in the Motion. The Plan Debtors' estates have been fully administered other than (a) making the Final Distribution under the Plan, (b) paying outstanding administrative expenses including professional fees, (c) filing final tax returns, and (d) other ministerial tasks associated with closing of the cases.
- 6. The settlement agreement (the "Iron Mountain Agreement") among Plan Debtors and Iron Mountain Information Management, Inc. ("Iron Mountain") is reasonable in light of the factors set forth in In re A & C Properties, 784 F.2d 1377, 1381-82 (9th Cir. 1986).
- 7. Notice of the Motion and of the hearing thereon was timely, reasonable and appropriate under the circumstances and provided in accordance with Bankruptcy Rules 2002.

² The Court also entered its findings of fact and conclusions of law on that date. On January 14, 2008, the Court entered an amended Order confirming the Plan, which included a copy of the Plan as an exhibit but otherwise was identical to the original Order.

8. Good cause exists to grant the relief requested in the Motion.

NOW THEREFORE, IT IS HEREBY ORDERED as follows:

- A. The Motion is hereby GRANTED;
- B. The following Chapter 11 cases are closed:

PTI Holding Corp., Case No. 06-50140-gwz
The Mounger Corporation, Case No. 06-50141-gwz
PTI Top Company, Inc., Case No. 06-50153-gwz
The Scranton Outlet Corporation, Case No. 06-50144-gwz
Pacific Trail, Inc., Case No. 06-50145-gwz
London Fog Group, Inc., Case No. 06-50146-gwz

- C. The Disbursing Agent is hereby discharged of all duties to Plan Debtors and their estates other than making the Final Distribution, filing final tax returns, and other tasks reasonably necessary in connection with the closing of Plan Debtors' cases.
- D. Plan Debtors are authorized to enter into the Iron Mountain Agreement, including making the payments required thereunder, and Iron Mountain's counsel is authorized to release to Iron Mountain any funds previously paid by Plan Debtors being held in counsel's trust account.
- E. Any of the Plan Debtors' cases may be re-opened pursuant to 11 U.S.C. § 350 for cause, including (1) to invoke this Court's jurisdiction to enforce or interpret its own Orders; and (2) to exercise this Court's jurisdiction retained as set forth in the Plan.
- F. The Court's oral findings of fact and conclusions of law stated on the record at the hearing are incorporated herein pursuant to Fed.R.Civ.P. 52 as made applicable by Fed.R.Bankr.P. 7052.

ORDER GRANTING MOTION TO CLOSE CASES, FOR FINAL DECREE AND OTHER RELIEF – 4

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 # # #

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ORDER GRANTING MOTION TO CLOSE CASES, FOR FINAL DECREE AND OTHER RELIEF – 5

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